

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY

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TEACHER RETIREMENT SYSTEM OF
TEXAS, *et al.*,

Plaintiffs,

Civil Action No.:

v.

2:07-CV-05704

TYCO INTERNATIONAL LTD., *et al.*,

Defendants.

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**AGREED ORDER AND FINAL JUDGMENT OF DISMISSAL AGAINST DEFENDANT
L. DENNIS KOZLOWSKI AND BAR ORDER**

Plaintiffs Teacher Retirement System of Texas, Fred Alger Management, Inc.,
CastleRock Fund, Ltd., CastleRock Partners L.P., CastleRock Partners II L.P., CastleRock Asset
Management Personal Accounts, Atticus Global Advisors, Ltd., Atticus International Fund, Ltd.,
Half Moon Capital Partners, L.P., NR Securities Limited (f/k/a Dred, Ltd.), National Bank of
Canada, Omega Capital Partners, L.P., Omega Overseas Partners, Ltd., Omega Capital Investors,
L.P., Omega Equity Investors, L.P., Omega Equity Overseas, Ltd., Omega Institutional Partners,
L.P., Omega Institutional Partners II, L.P., Beta Equities, Inc., Goldman Sachs Profit Sharing
Master Trust, The Ministers and Missionaries Benefit Board of American Baptist Churches,
Permal LGC Ltd., Watchung Road Associates, L.P., Leon G. Cooperman, Toby Cooperman,
Michael Scott Cooperman, Commonfund Asset Management Company, Inc., and Munder Large-
Cap Value Fund (together, "Plaintiffs") and Defendant L. Dennis Kozlowski ("Kozlowski")
(each of them a "Settling Party" and collectively, the "Settling Parties"), having represented to

the Court that they have entered into a settlement agreement that resolves all issues between and among them in the Complaint, and for good cause shown, the Court ORDERS:

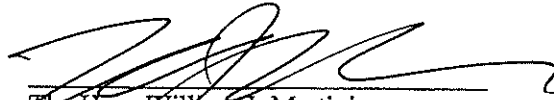
1. Pursuant to Section 21D(f)(7)(A) of the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(f)(7)(A): (a) Tyco International Ltd., Covidien Ltd., Tyco Electronics Ltd., Mark H. Swartz and Frank E. Walsh, Jr. (the "Previously-Settled Defendants"), and each of them, are hereby permanently barred, enjoined, and restrained from commencing, prosecuting, or asserting any claim for or otherwise seeking contribution against any Settling Party based upon, relating to, or arising out of the subject matter, allegations, transactions, facts, matters, occurrences, representations or omissions alleged, involved, set forth or referred to in the Complaint in this suit; and (b) except as provided in paragraph 6 of the accompanying Settlement Agreement and Release, each Settling Party is hereby permanently barred, enjoined, and restrained from commencing, prosecuting, or asserting any claim for or otherwise seeking contribution for any amount paid in connection with this action against any other person based upon, relating to, or arising out of the subject matter, allegations, transactions, facts, matters, occurrences, representations or omissions alleged, involved, set forth or referred to in the Complaint in the suit.

2. Because there is no just reason for delaying the entry of a final judgment with respect to the claims asserted by Plaintiffs against Kozlowski, all claims asserted by Plaintiffs against Kozlowski in the Complaint are DISMISSED WITH PREJUDICE pursuant to Federal Rule of Civil Procedure 54(b).

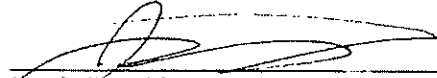
3. The Clerk is directed to enter this Agreed Order and Final Judgment of Dismissal against Defendant Kozlowski and Bar Order as a final judgment and send a copy of same to all counsel of record.

IT IS SO ORDERED.


Entered:


The Hon. William J. Martini
United States District Judge

We ask for this:


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